



SAVELL & WILLIAMS

ATTORNEYS AT LAW

THE HEALEY BUILDING

57 FORSYTH STREET

ATLANTA, GEORGIA 30303-2206

(404) 521-1282

TELECOPIER (404) 584-0026

OF COUNSEL
EDWARD L. SAVELL

JOHN M. WILLIAMS
ELMER L. NASH
MARK S. GANNON
MICHAEL JABLONSKI
JOHN C. PARKER
WILLIAM E. TURNIPSEED
BENJAMIN H. TERRY
CHARLES M. DALZIEL JR.
TASH J. VAN DORA
JENNIFER E. GRAPIN
CARRIE L. CHRISTIE
MICHAEL RYDER
ROBERT E. MULHOLLAND
GRANT G. MORAN
KIMBERLY E. WEISS
T. JEANNETTE LEWIS
RICK L. BRADLEY

November 22, 1991

RECEIVED

FEB 16 1992

GROUP 3600

Mr. John S. Ross
Mr. Martin Kelly Jones
2444 River Heights Walk
Marietta, Georgia 30067

Gentlemen:

This will confirm our meeting this morning and our rather interesting discussions regarding your current business interests. You have asked if this firm would be willing to undertake your representation in connection with contract negotiations, general legal advice, etc. As I told you, this firm does not claim any particular expertise in tax matters, but those services, if needed, can be obtained by referral.

To undertake your representation, we would require a TWENTY THOUSAND DOLLAR (\$20,000.00) retainer. We would charge our professional services against the retainer billing \$125.00 per hour for lawyer time, \$70.00 per hour for paralegal time, as well as billing for expenses incurred. I am confident we would be able to provide adequate staff for your needs. You mentioned international travel might be necessitated by the representation. That would not be a problem.

We look forward to being of service.

Very truly yours,

Elmer L. Nash

ELN:gb

EXHIBIT

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